

HEARING DATE: MARCH 18, 2013  
OBJECTION DEADLINE: DECEMBER 3, 2012

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*Special Counsel for Wilmington Trust, National  
Association, as Indenture Trustee for the Senior  
Unsecured Notes Issued by Residential Capital, LLC*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re</b>	:	
	:	<b>Chapter 11 Case No.</b>
<b>RESIDENTIAL CAPITAL, LLC, <u>et al.</u>,</b>	:	
	:	<b>12-12020 (MG)</b>
<b>Debtors.</b>	:	
	:	<b>(Jointly Administered)</b>
-----X	:	

**DECLARATION OF MARK A. LIGHTNER IN SUPPORT OF THE OBJECTION  
OF WILMINGTON TRUST, NATIONAL ASSOCIATION TO THE DEBTORS'  
SECOND SUPPLEMENTAL MOTION PURSUANT TO FED. R. BANKR. P. 9019  
FOR APPROVAL OF RMBS TRUST SETTLEMENT AGREEMENTS**

MARK A. LIGHTNER declares as follows under penalty of perjury under the laws of the  
United States of America that the forgoing is true and correct:

1. I am an associate at the law firm of Cleary Gottlieb Steen & Hamilton LLP, special  
counsel for Wilmington Trust, National Association (the "Trustee"), solely in its capacity as  
indenture trustee for various series of senior unsecured notes issued by Residential Capital, LLC. I  
am admitted to practice before the courts of the State of New York and the United States District  
Court for the Southern District of New York. I make this declaration in support of the Trustee's

Objection to the Debtors' Second Supplemental Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of RMBS Trust Settlement Agreements.

2. I am familiar with the facts and circumstances based on my knowledge, information and belief, and would so testify if called as a witness that they are true and correct.

3. True and correct copies of the following documents are attached as exhibits:

EXHIBIT A: Excerpts from the Ally Financial Inc. First Quarter Report (Form 10-Q), filed on April 27, 2012.

EXHIBIT B: Presentation Materials from the May 1, 2012 Meeting of the Residential Capital, LLC Audit Committee.

EXHIBIT C: Excerpts from the Deposition Testimony of John Mack, dated November 14, 2012.

EXHIBIT D: Excerpts from the Deposition Testimony of Timothy Devine, dated November 19, 2012.

EXHIBIT E: E-mail from Timothy Devine to Gary Lee et al., dated May 9, 2012.

EXHIBIT F: E-mail chain from Timothy Devine to Gary Lee et al., dated May 12, 2012.

EXHIBIT G: Letter from Kathy Patrick to William Solomon, dated October 17, 2011.

EXHIBIT H: Letter from Kathy Patrick to William Solomon, dated October 25, 2011.

EXHIBIT I: Letter from Talcott Franklin to Tammy Hamzehpour, dated November 18, 2011.

EXHIBIT J: Excerpts from the Deposition Testimony of Jeffrey Cancelliere, dated November 14, 2012.

EXHIBIT K: Excerpts from the Deposition Testimony of James Whitlinger, dated November 15, 2012.

EXHIBIT L: Presentation Materials from the May 9, 2012 Meeting of the Residential Capital, LLC Board of Directors.

EXHIBIT M: Excerpts from the Deposition Testimony of Thomas Marano, dated November 12, 2012.

EXHIBIT N: Bank of America Financial Release Regarding Legacy Countrywide Mortgage Repurchase and Servicing Claims, dated June 29, 2011.

EXHIBIT O: E-mail chain from Gary Lee to Kathy Patrick, dated May 9, 2012.

EXHIBIT P: E-mail chain from Jamie Levitt to Timothy Devine, dated May 10, 2012.

EXHIBIT Q: Excerpts from the Deposition Testimony of Mark Renzi, dated November 7, 2012.

EXHIBIT R: E-mail chain from Kathy Patrick to Gary Lee, dated May 7, 2012.

EXHIBIT S: E-mail from Gary Lee to Karn Chopra et al., dated April 24, 2012.

EXHIBIT T: E-mail from Jeff Cancelliere to Timothy Devine, dated May 9, 2012.

EXHIBIT U: E-mail chain from Dan Soto to Jeff Brown, dated May 8, 2012.

EXHIBIT V: E-mail chain from Michael Carpenter to Fritz Hobbs, dated February 1, 2012.

EXHIBIT W: E-mail from Michael Carpenter to Caribel Ortiz-Zorn, dated April 12, 2012.

EXHIBIT X: E-mail from Jamie Levitt to Gary Lee, dated August 9, 2012.

EXHIBIT Y: Excerpts from the Deposition Testimony of Tammy Hamzehpour, dated November 13, 2012.

EXHIBIT Z: E-mail chain from Anthony Princi to Gary Lee et al., dated August 15, 2012.

Executed this 3rd day of December 2012 in New York, New York.

/s/ Mark A. Lightner

Mark A. Lightner